FÖRM D

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

1429807



FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

08042599

SEC USE ONLY

DATE RECEIVED

Serial

Prefix

Name of Offering (check if this is an amendment and name has changed, and indicate change.) **Private Placement of Limited Partnership Interests of EDF-MI Offshore, L.P.* **Tilling Under (Check box(es) that apply): Caute 904 Rule 505 Rule 506 Section 4(6) ULOE Pope of Filing: New Filing	(0,00	UNIFORM LIMIT	ED OFFERING F	AEMPTIO	i.V		1	
Rule 504 Rule 505 Rule 506 Section 4(6) ULOE				te change.)				
A. BASIC IDENTIFICATION DATA Enter the information requested about the issuer A. BASIC IDENTIFICATION DATA Enter the information requested about the issuer (C) check if this is an amendment and name has changed, and indicate change.) (DF M-I OFFSHORE, L.P. (Moters of Fexcutive Offices (No, and Street, City, State, Zip Code) (Main Street, Suite 1800, Fort Worth, Texas 76102 (Moters of Principal Business Operations (No, and Street, City, State, Zip Code) (Moters of Principal Business Operations (No, and Street, City, State, Zip Code) (Ro, and Street, City, State, Zip Code) (Ro) and Street, Ci		<u> </u>		Section 4(6)	ULOE			
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tame of Issuer			BASIC IDENTIFICAT	ION DATA				
Actual or Estimated Date of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: FN CN for Canada; FN for other foreign jurisdiction) ENERAL INSTRUCTIONS Telephone Number (Including Area Code) (No. and Street, City, State, Zip Code) Telephone Number (Including Area Code) Telephon			has changed, and indica	te change)				
Actual or Estimated Date of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: FN CN for Canada; FN for other foreign jurisdiction) ENERAL INSTRUCTIONS Telephone Number (Including Area Code) (No. and Street, City, State, Zip Code) Ilimited partnership, already formed other (please specify) Jurisdiction of Incorporation or Organization: CN for Canada; FN for other foreign jurisdiction) ENERAL INSTRUCTIONS Telephone Number (Including Area Code) Month Year Actual or Estimated Date of Incorporation or Organization: CN for Canada; FN for other foreign jurisdiction) ENERAL INSTRUCTIONS Telephone Number (Including Area Code) T		3 is an amendment and name	, mus changes, and more	to enumber,				
Address of Principal Business Operations (No. and Street, City, State, Zip Code) Telephone Number (Including Area Code) Tele		(No. and Street, City, S	State, Zip Code)		Teleph			
if different from Executive Offices) Trief Description of Business Trief Description of Business Organization Imited partnership, already formed other (please specify) business trust Imited partnership, to be formed Actual or Estimated Date of Incorporation or Organization: Month Year Actual or Estimated Date of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: FN CN for Canada; FN for other foreign jurisdiction) ENERGALINSTRUCTIONS Referral: The Mass File: All issuess making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S. C. 77d(6) Then To File: A notice must be filled no later than 15 days after the first sale of securities in the offering. A notice is deemed filled with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date in security the SEC at the address spee below or, if recorded at this address after the date on which it is due, on the date in viscority by the SEC at the address spee below, or, if recorded at this address after the date on which it is due, on the date in viscority by the SEC of the desire and Exchange Commission, 430 Fills Street, N.W. Westington, D.C. 20549 **Copiete Required.** Eigh Scopies of this notice must be filled with the SEC, one of which must be manually signed. Any copiets not manually signed must be photocopies of the manually signed copy or bear typed or printe greaters. The indicate shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for slate of securities in those states that have adopted this form. Issues relying on ULO Institute to file the superportation of the campion, a fee in the proper monent shall accompany this form. This notice shall be fill in the appropriate states will not result in a						` 		0
Pype of Business Organization		ins (No. and Street, City, S	State, Zip Code)	Telephone N	iumber (Includ	ling Area Code	:} 	
corporation Imited partnership, already formed other (please specify)	•	·						
Durisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: FN CN for Canada; FN for other foreign jurisdiction) ENERAL INSTRUCTIONS Federal: The Pile: A notice must be filed no later than 15 days after the first sale of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S. C. 77d(6). When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date in the security of the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address. Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549. Capter Required. Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or prime ignatures. This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted that have adopted this form. Issuers relying on ULO must file a separate notice with the Securities and must be completed. Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file appropriate federal notice will not result in a loss of an available state exemption unless such exemption is	ype of Business Organization							
Actual or Estimated Date of Incorporation or Organization: Month Year	corporation	×	limited partnership,	lready formed			Ш	other (please specify)
Actual or Estimated Date of Incorporation or Organization: 0 1 0 8 Actual Estimated Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction) Seneral: **Mo Matt Pile: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230,501 et seq. or 15 U.S. C. 77d(6). **Ment To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is exceeded by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address. **Mere To File: U.S. Securities and Exchange Commission, 450 Filth Street, N.W., Washington, D.C. 20549 **Copter Required. File: (3) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printe ignatures. **Information Required.** A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any materic hanges from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC. **State:** This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULO mounts file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proparation to file notice in the appropriate states where	business trust		limited partnership,	o be formed				
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: FN CN for Canada; FN for other foreign jurisdiction) EENERALINSTRUCTIONS Federal: **The Music File: An instead of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S. C. 77d(6). **The To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date is in sective by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address. **Phere To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549 **Depter Required.** Five (3) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or prime ignatures. **Information Required.** A new fitting must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material hanges from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC. **Integration** **Integrati								
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CENERALINSTRUCTIONS Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6). When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is decived by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address. Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549. Copies Required. Five [5] copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printe ingunatures. Information Required. A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material thanges from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC. Filing Five: There is no federal filing fee. This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULO must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the propuration to the notice in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed. ATTENTION	Jurisdiction of Incorporation of Orga	nization: (Enter two-letter II	S. Postal Service abbrev	ation for State:	FN			
EENERAL INSTRUCTIONS rederal: The Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230,501 et seq. or 15 U.S.C. 77d(6). Then To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is decived by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was maited by United States registered or certified mail to that address. There To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549. Optes Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printe gnatures. Information Required: A new fitting must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material transpess from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC. Intelligible File: There is no federal filing fee. Intelligible 1 the used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULO ust file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the propriment of like in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is	Junisdiction of mediporation of orga							
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the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is	his notice shall be used to indicate reliance on the nust file a separate notice with the Securities Admi	inistrator in each state where sales are	to be, or have been made. If a s coordance with state law. The A	ate requires the paym	nentofafee esap	recondition to the c	laim for th	e exemption, a fee in the prope
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	predicated on the timing of	a receiui notice.						
otential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.	weerenes per autital result as a so respective de site contecto	err ig myss remains commence in som j						SEC 1972 (2-97

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2.	Enter the information r	equested for the fo	llowing:			
x x x	Each beneficial owner issuer; Each executive officer	having the power t and director of cor	porate issuers and of corporate	past five years; vote or disposition of, 10% or general and managing partner		
<u>X</u>	Each general and mana					V 0 1 1/2
Che	ck Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☑ General and/or Managing Partner
	Name (Last name first, riente Offshore Capita		oc. General Partner			
Bus	iness or Residence Addr	ess (Number and S	Street, City, State, Zip Code)			
				rand Cayman KY1-1104, Cay	man Islands	
Che	ck Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	⊠ Director	☐ General and/or Managing Partner
	Name (Last name first,	if individual)			-	
Bus	iness or Residence Addr	ress (Number and S	Street, City, State, Zip Code)	·		
	Main Street, Suite 180				⊠ Director	General and/or
	ck Box(es) that Apply:		☐ Beneficial Owner	☐ Executive Officer	△ Director	Managing Partner
	Name (Last name first, Idaway, James, Directo					
Bus	iness or Residence Adda	ress (Number and S	Street, City, State, Zip Code)			
	Main Street, Suite 180				☐ Director	☐ General and/or
Che	eck Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	Executive Officer	☐ Director	Managing Partner
Ful	Name (Last name first,	if individual)				
Bus	iness or Residence Addi	ress (Number and S	Street, City, State, Zip Code)			
Che	eck Box(es) that Apply:	Promoter	Beneficial Owner	☐ Executive Officer	☐ Director	General and/or
Ful	Name (Last name first,	if individual)				Managing Partner
D	inner en Docidence Adde	was Alumbar and S	Street, City, State, Zip Code)		. "	<u> </u>
Bus	imess of Residence Addi	ress (Number and 3	street, City, State, Zip Code)			
Che	eck Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	☐ General and/or Managing Partner
Ful	Name (Last name first,	if individual)		<u> </u>		magnig i ware
Bus	iness or Residence Add	ress (Number and S	Street, City, State, Zip Code)			
Che	eck Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Ful	Name (Last name first,	if individual)				
Bus	siness or Residence Add	ress (Number and	Street, City, State, Zip Code)			

						B. IN	FORM	IATIO	N ABO	UT O	FERI	NG		
1. F	Answer also in Appendix, Column 2, if filing under ULOE.												Yes □	No ⊠
2. V													\$ <u>_500</u>	0.000.00
3.	Ooes the o	ffering p	ermit jo	int own	ership of	`a single	unit:						Yes ⊠	No □
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.														
Full N	lame (Las	t name f	irst, if in	dividua	1)									
Busin	ess or Res	sidence A	Address	(Numbe	r and Sti	eet, City	y, State,	Zip Cod	le)					
Name	of Assoc	iated Bro	oker or I	Dealer										
	in Which													All States
[AL]		[AZ]	[AR]	[CA]	[CO]	[CT]	(DE)	[DC]	[FL]	[GA]	[HI]	[ID]		
[IL]		[IA]	[KS]	[KY]	[LA]	(ME)	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]		
[MT]		[NV]	[NH]	[[[,	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]		
[RI]		[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[wv]	[WI]	[WY]	[PR]		
Full N	lame (Las	t name f	irst, if ir	dividua	I)									
Busin	ess or Res	sidence /	Address	(Numbe	r and St	eet, Cit	y, State,	Zip Coo	le)	<u> </u>				
Name	of Assoc	iated Br	oker or I	Dealer		•				,				
	in Which													A 11 Cr
•												(15)		All States
[AL]		[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC] [MA]	[FL] [MI]	[GA] [MN]	(HI) [MS]	[ID] [MO]		
(IL) [MT]		[IA] [NV]	[KS] [NH]	[KY] [NJ]	[LA] [NM]	[ME] [NY]	[MD] [NC]	[ND]	[OH]	[OK]	[OR]	[PA]		
[RI]		[SD]	[TN]	[TX]	(UT)	[VT]	[VA]	[WA]	[WV]	(WI)	[WY]	[PR]		
Full N	lame (Las	st name f	irst, if ir	ndividua	1)								_	
Busin	ess or Res	sidence /	Address	(Numbe	r and St	eet, Cit	y, State,	Zip Coo	le)				<u> </u>	
Name	of Assoc	iated Br	oker or I	Dealer				-						
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)											All States			
•														
[AL]		[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]		
[IL]		(IA)	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[M\$]	[MO]		
[MT		[NV]	[NH]	(NJ)	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]		
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]		

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange				
	offering, check this box \(\sigma\) and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.				
	Type of Security	Aggreg Offering l		Am	ount Already Sold
	Debt	\$0		s	0
	Equity	\$ <u>0</u>		\$ _	0
	□ Common □ Preferred				
	Convertible Securities (including warrants)	\$ 0		\$	0
	Partnership Interests	\$ 44,650,00	0.00	\$ 4	4,650,000.00
	Other (Specify)	\$ 0		\$	0
	Total	\$ 44,650,00		\$ <u>4</u>	4,650,000.00
	Answer also in Appendix, Column 3, if filing under ULOE	<u> </u>	0.00	<u> </u>	.,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,
	Answer also in Appendix, Column 3, it timing under OLOE				
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if the answer is "none" or "zero."				
		Numb	er		Aggregate
		Investo	rs		ollar Amount
					f Purchases
	Accredited Investors	8			4,650,000.00
	Non-accredited Investors	0		\$	
	Total (for filings under Rule 504 only)	N/A		s	N/A
	Answer also in Appendix, Column 4, if filing under ULOE				
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.				
	Type of offering	Туре		Do	ollar Amount
		Securi	-	_	Sold
	Rule 505	N/A		\$	N/A
	Regulation A	N/A		<u>\$_</u>	N/A
	Rule 504	N/A		<u>\$</u>	_N/A
	Total	N/A		\$	N/A
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the secuthis offering. Exclude amounts relating solely to organization expenses of the issuer. The informable given as subject to future contingencies. If the amount of an expenditure is not known, furnish estimate and check the box to the left of the estimate.	ation may an		c	0
	Transfer Agent's Fees			<u>s_</u>	
	Printing and Engraving Costs			\$ <u>_</u>	0
	Legal Fees		×	\$ <u></u> _	10,000
	Accounting Fees			<u>\$</u>	
	Engineering Fees			\$	0
	Sales Commissions (specify finder's fees separately)			\$	_0
	Other Expenses (identify)			s_	0
	Total		X	S	10,000

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

	C. OFFERING PRICE, NUMBER	CUF INVESTORS, EXPENSES	AND USE	Ur rr	OCEED	<u> </u>
	b. Enter the difference between the aggregate offering and total expenses furnished in response to Part C-Quiproceeds to the issuer."	estion 4.a. This difference is the "adj	usted gross			\$ <u>44,640,000,00</u>
5.	Indicate below the amount of the adjusted gross proceed of the purposes shown. If the amount for any purcheck the box to the left of the estimate. The total of proceeds to the issuer set forth in response to Part C-6	rpose is not known, furnish an estima the payments listed must equal the ad	ite and			
		`		Ó: Dire	ments to fficers, ectors, & filiates	Payments To Others
	Salaries and fees			s		s
	Purchase of real estate			S		s
	Purchase, rental or leasing and installation of m	achinery and equipment		\$		s
	Construction or leasing of plant buildings and f	acilities		S		s
	Acquisition of other businesses (including the v may be used in exchange for the assets or secur	ralue of securities involved in this off ities of another issuer pursuant to a m	ering that terger)	s		s
	Repayment of indebtedness			s		s
	Working capital			s		S
	Other (specify) (investments)			\$	⊠	\$ <u>44,640,000.00</u>
	Column Totals	······		S	X	\$ <u>44,640,000.00</u>
	Total Payments Listed (column totals added)		***************************************		\$ <u>44,</u> 6	40,000.00
	D.	FEDERAL SIGNATURE				
sign	issuer has duly caused this notice to be signed by the ur ature constitutes an undertaking by the issuer to furnish rmation furnished by the issuer to any non-accredited in	to the U.S. Securities and Exchange	Commission, 1	filed un upon wr	der Rule 50 itten reque	05, the following st of its staff, the
Iss	suer (Print or Type) Signatur	3/	Date			
ΕI	DF-M1 Offshore, L.P.	H2	March_	2, 2008	3	
Na	ame of Signer (Print or Type)	Signer (Frint or Type)				
Jai	mes Haddaway Director	of Corriente Offshore Capital Mana	gement, Inc., t	he Gene	ral Partner	
_		ATTENTION				
	Intentional misstatements or omissions		al violations	. (See	18 U.S.C	. 1001).

		E. STATE SIGNATURE			
1.		resently subject to any of the disqualification prov	isions of such	Yes	No ⊠
	See Appendi	x, Column 5, for state response.			
2.	The undersigned issuer hereby undertakes to (17 CFR 239.500) at such times as required	o furnish to any state administrator of any state in by state law.	which this notice is file	ed, a notice or	Form D
3.	The undersigned issuer hereby undertakes to offerees.	o furnish to the state administrators, upon written t	request, information fu	rnished by the	e issuer to
4.	The undersigned issuer represents that the is Offering Exemption (ULOE) of the state in exemption has the burden of establishing th	ssuer is familiar with the conditions that must be s which this notice is filed and understands that the at these conditions have been satisfied.	atisfied to be entitled to issuer claiming the ava	o the Uniform ailability of th	Limited is
	e issuer has read this notification and knows t lersigned duly authorized person.	he contents to be true and has duly caused this not	ice to be signed on its	behalf by the	
Issı	uer (Print or Type)	Signature	Date		
ED	F-M1 Offshore, L.P.	Hue	March (p., 2008		
Na	me of Signer (Print or Type)	Title of Signer (Print or Type)	·		
Jan	nes Haddaway	Director of Corriente Offshore Capital Managen	nent, Inc., the General	Partner	

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

l	2	2	3		5			
	non-acc investors (Par	o sell to credited s in State t B- n I)	Type of security and aggregate offering price offered in state (Part C- Item 1)	Туре	of investor and amou (Part C-Ite	nt purchased in Sta m 2)		Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)
State	Yes	No	Limited Partnership Interests	Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	
AL			7.1107.05.0					
AK								
AZ								
AR						· -		
CA								
со					<u>.</u>			
СТ								
DE								
DC								
FL								
GA			·				-	
ні								
ID					-			
IL								
IN								
IA								
KS								
ку	-							
LA								
ME								
MD								
MA								
МІ								
MN								
MS					· <u>-</u> -		_	
мо								
мт						<u> </u>		

APPENDIX

1	2		3		4		<u> </u>	5		
	non-acc investor: (Par	o sell to credited s in State t B- n 1)	Type of security and aggregate offering price offered in state (Part C- Item 1)	Type o	Type of investor and amount purchased in State (Part C-Item 2)					
State	Yes	No .	Limited Partnership Interests	Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount			
NE					<u></u>	<u></u>				
NV					- · · · · · · · · · · · · · · · · · · ·		 .			
NH		,					-			
NJ							·.			
NM					· <u>-</u>	-				
NY		No	Limited Partnership Interests \$34,800.000	4	\$34,800.000	0	\$0	No		
NC										
ND										
ОН										
ок				-						
OR			,							
PA										
RI					•					
sc				-	!					
SD			-	-						
TN										
TX										
UT										
VT										
VA										
WA										
wv										
WI										
WY										
PR								LNI		

END